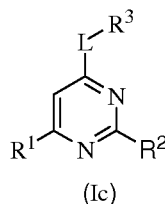


The listing of claims will replace all prior versions, and listings of claims in the application:

Listing of claims:

- 1 (Canceled).
- 2 (Canceled).
- 3 (Canceled).
- 4 (Canceled).
- 5 (Canceled).
- 6 (Canceled).
7. (Previously Presented): A compound of Formula Ic:



in which

L is a bond;

R¹ is -NHR⁷, wherein R⁷ is phenyl substituted with 1 to 3 radicals

independently selected from the group consisting of amino, halo-substituted C₁₋₄alkyl and halo-substituted C₁₋₄alkoxy or pyridinyl, optionally substituted with 1 to 3 radicals

independently selected from the group consisting of halo, amino, C₁₋₄alkyl, halo-substituted C₁₋₄alkyl, C₁₋₄alkoxy and halo-substituted C₁₋₄alkoxy;

R² is hydrogen; and

R³ is selected from the group consisting of C₃₋₈heterocycloalkyl selected from the group consisting of morpholino, pyrrolidinyl, piperazinyl, piperidinyl, 4-oxo-piperidin-1-yl and 1,4-dioxo-8-aza-spiro[4,5]dec-8-yl, (ii) C₅₋₁₀heteroaryl, wherein the heteroaryl or heterocycloalkyl is optionally substituted with 1 to 3 radicals independently selected from the group consisting of halo, nitro, C₁₋₄alkyl, hydroxy-C₁₋₆alkyl, C₁₋₄alkoxy,

C_{3-8} heterocycloalkyl, $-X^3C(O)NR^8R^8$, $-X^3C(O)NR^8R^9$, $-X^3NR^8R^9$, $-X^3NR^8R^8$,
 $-X^3S(O)_2NR^8R^8$, $-X^3S(O)_2R^8$, $-X^3S(O)_2R^9$, $-X^3C(O)R^8$, $-X^3NR^8C(O)R^8$, $-X^3NR^8S(O)_2R^8$,
 $-X^3S(O)_2NR^8R^9$, $-X^3NR^8S(O)_2R^9$, $-X^3NR^8C(O)R^9$, $-X^3NR^8C(O)NR^8R^9$, $-X^3NR^8C(O)NR^8R^8$,
 $-X^3C(O)OR^8$, $=NOR^8$, $-X^3NR^8(CH_2)_{1-4}NR^8R^8$, $-X^3C(O)NR^8(CH_2)_{1-4}NR^8R^8$ and
 $-X^3O(CH_2)_{1-4}NR^8R^8$; or (iii) C_{6-10} aryl, wherein the aryl is substituted with 1-3 radicals
 independently selected from the group consisting of hydroxy- C_{1-6} alkyl, C_{3-8} heterocycloalkyl,
 $-X^3C(O)NR^8R^8$, $-X^3C(O)NR^8R^9$, $-X^3NR^8R^9$, $-X^3NR^8R^8$, $-X^3S(O)_2NR^8R^8$, $-X^3S(O)_2R^8$,
 $-X^3S(O)_2R^9$, $-X^3C(O)R^8$, $-X^3NR^8C(O)R^8$, $-X^3NR^8S(O)_2R^8$, $-X^3S(O)_2NR^8R^9$, $-X^3NR^8S(O)_2R^9$,
 $-X^3NR^8C(O)R^9$, $-X^3NR^8C(O)NR^8R^9$, $-X^3NR^8C(O)NR^8R^8$, $=NOR^8$, $-X^3NR^8(CH_2)_{1-4}NR^8R^8$,
 $-X^3C(O)NR^8(CH_2)_{1-4}NR^8R^8$ and $-X^3O(CH_2)_{1-4}NR^8R^8$; wherein X^3 is a bond or C_{1-4} alkylene;
 R^8 is hydrogen, C_{1-6} alkyl or hydroxy- C_{1-6} alkyl; R^9 is C_{6-10} aryl- C_{0-4} alkyl,
 C_{6-10} aryl- C_{0-4} alkyloxy, C_{5-10} heteroaryl- C_{0-4} alkyl, C_{3-8} heterocycloalkyl- C_{0-4} alkyl or
 C_{3-8} cycloalkyl; wherein said aryl, heteroaryl, cycloalkyl, heterocycloalkyl or alkyl of R^9 is
 further optionally substituted by up to 2 radicals selected from the group consisting of halo,
 hydroxy, cyano, nitro, C_{1-4} alkyl, hydroxy- C_{1-6} alkyl, halo-substituted C_{1-4} alkyl, C_{1-4} alkoxy,
 halo-alkyl-substituted-phenyl, benzoxy, C_{5-9} heteroaryl, C_{3-8} heterocycloalkyl, $-C(O)NR^8R^8$,
 $-S(O)_2NR^8R^8$, $-NR^8R^8$ and $-C(O)R^{10}$, wherein R^{10} is C_{5-6} heteroaryl.

8. (Previously Presented): The compound of claim 7 in which R^3 is selected
 from the group consisting of morpholino, 1,4-dioxo-8-aza-spiro[4.5]dec-8-yl,
 4-oxo-piperidin-1-yl, piperazinyl, pyrrolidinyl, pyridinyl, naphthyl, thiophenyl,
 benzofuran-2-yl, benzo[1,3]dioxolyl, piperidinyl, pyrazinyl, pyrimidinyl, imidazolyl,
 pyrazolyl and 1*H*-benzimidazolyl; each of which is optionally substituted with 1 to 2
 radicals independently selected from the group consisting of chloro, methyl, ethyl,
 hydroxymethyl, methoxy, $-C(O)OH$, $-C(O)H$, $-C(O)OCH_3$, $-C(O)N(C_2H_5)_2$, $-C(O)N(CH_3)_2$,
 $-C(O)NHCH_3$, $-S(O)_2NH_2$, $-S(O)_2CH_3$, chloro, $-NH_2$, $-C(O)CH_3$, $=NOCH_3$,
 $-NH(CH_2)_2N(CH_3)_2$, $-NH(CH_2)_3NH_2$, $-NH(CH_2)_2OH$, $-C(O)NH(CH_2)_2N(CH_3)_2$, $-NHR^9$,
 $-O(CH_2)_2N(CH_3)_2$, morpholino, piperazinyl, $-NHC(O)CH_3$, $-NHC(O)NHC_4H_9$,
 $-C(O)NHC_4H_9$, $-C(O)NHC_3H_7$, $-C(O)NHC_5H_{10}OH$, $-C(O)N(C_2H_4OH)_2$, $-C(O)NHC_2H_4OH$,
 $-C(O)NH(CH_2)_2OH$, $-NHC(O)R^9$, $-C(O)NHR^9$, $-NHC(O)NHR^9$, $-C(O)R^9$, $-NHS(O)_2C_4H_9$,
 $-NHS(O)_2CH_3$, $-NHS(O)_2R^9$, $-S(O)_2R^9$, $-S(O)_2NHR^9$, $-C(O)NH_2$ and
 $-C(O)NH(CH_2)_2N(CH_3)_2$; or phenyl substituted with 1 to 2 radicals independently selected
 from the group consisting of hydroxymethyl, $-C(O)H$, $-C(O)N(C_2H_5)_2$, $-C(O)N(CH_3)_2$,

-C(O)NHCH₃, -S(O)₂NH₂, -S(O)₂CH₃, -NH₂, -C(O)CH₃, =NOCH₃, -NH(CH₂)₂N(CH₃)₂,
-NH(CH₂)₃NH₂, -NH(CH₂)₂OH, -C(O)NH(CH₂)₂N(CH₃)₂, -NHR⁹, -O(CH₂)₂N(CH₃)₂,
morpholino, piperazinyl, -NHC(O)CH₃, -NHC(O)NHC₄H₉, -C(O)NHC₄H₉, -C(O)NHC₃H₇,
-C(O)NHC₅H₁₀OH, -C(O)N(C₂H₄OH)₂, -C(O)NHC₂H₄OH, -C(O)NH(CH₂)₂OH,
-NHC(O)R⁹, -C(O)NHR⁹, -NHC(O)NHR⁹, -C(O)R⁹, -NHS(O)₂C₄H₉, -NHS(O)₂CH₃,
-NHS(O)₂R⁹, -S(O)₂R⁹, -S(O)₂NHR⁹, -C(O)NH₂ and -C(O)NH(CH₂)₂N(CH₃)₂; R⁹ is
phenethyl, 1H-imidazolyl-propyl, pyridinyl, pyridinyl-methyl, quinolinyl, morpholino,
piperidinyl, piperazinyl, pyrrolidinyl, tetrahydro-furan-2-ylmethyl, furan-2-ylmethyl,
thiazol-2-ylmethyl, benzo[1,3]dioxol-5-ylmethyl, benzo[1,3]dioxol-5-yl,
3-(2-oxo-pyrrolidin-1-yl)-propyl, 3-imidazol-1-yl-propyl, 3H-pyrazol-3-yl, morpholino-ethyl,
phenyl, thiophenyl-methyl, benzyl, cyclohexyl or furan-2-ylmethyl; wherein said aryl,
heteroaryl, cycloalkyl, heterocycloalkyl or alkyl moiety of R⁹ is further optionally substituted
by up to 2 radicals selected from hydroxy-methyl, hydroxy-ethyl, isobutyl, nitro, amino,
hydroxyl, methoxy, trifluoromethoxy, cyano, isopropyl, methyl, ethyl, chloro, fluoro,
pyridinyl, morpholino, phenoxy, pyrrolidinyl, trifluoromethyl, trifluoromethyl-substituted-
phenyl, -N(CH₃)₂, -C(O)NH₂, -S(O)₂NH₂, -C(O)N(CH₃)₂, cyano or -C(O)R¹⁰; and R¹⁰ is
furanyl.

9 (Canceled).

10 (Canceled).

11 (Previously Presented): A pharmaceutical composition comprising an effective amount of a compound of claim 7 and a pharmaceutically acceptable carrier or excipient.

12 (Currently Amended): A method of treating a subject suffering from leukemia, said method comprising administering to the subject in need of such treatment an effective amount of a compound of claim 7, wherein said compound of claim 6 7 inhibits Bcr-abl.

13 (Canceled).

14 (Canceled).

15 (Canceled).

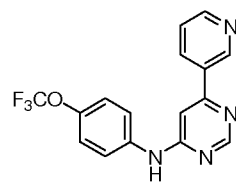
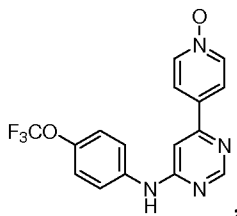
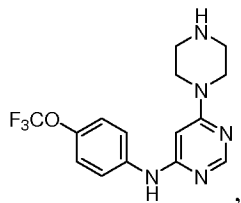
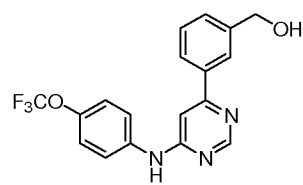
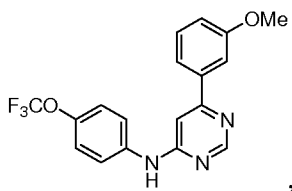
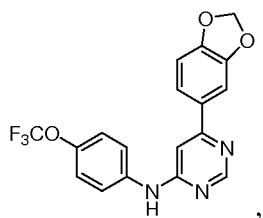
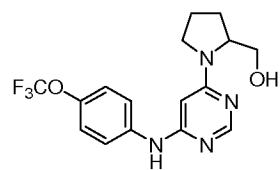
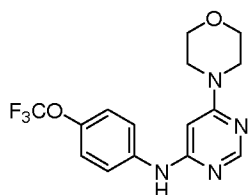
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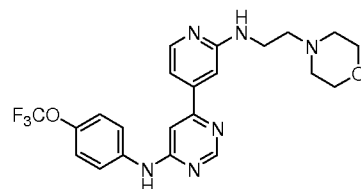
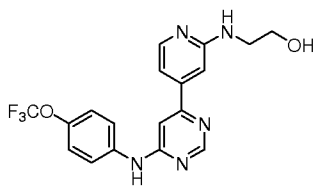
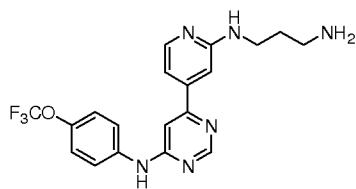
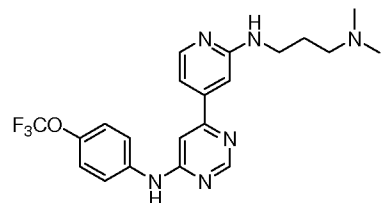
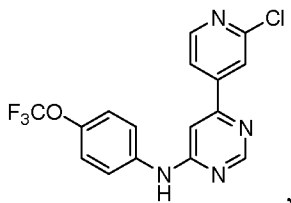
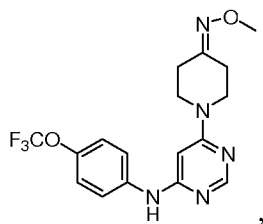
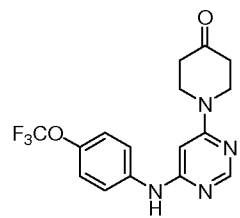
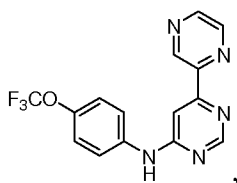
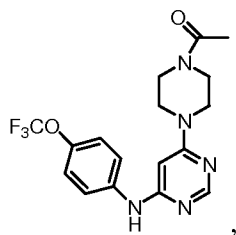
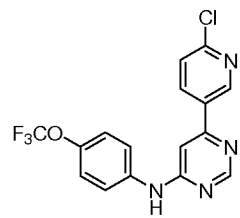
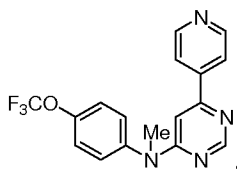
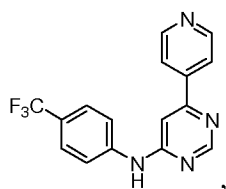
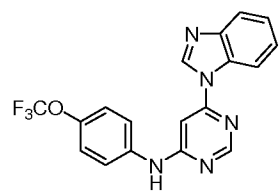
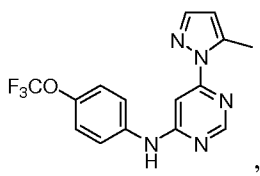
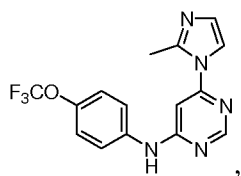
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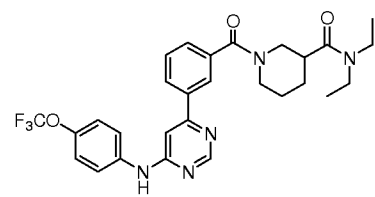
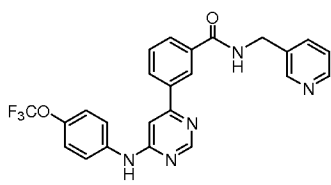
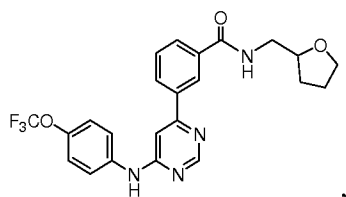
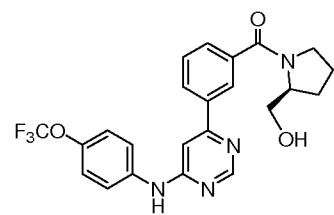
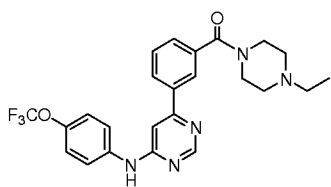
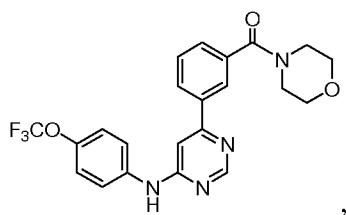
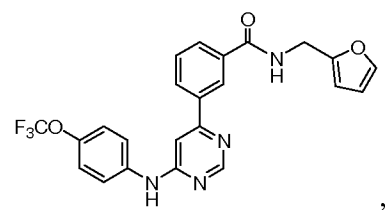
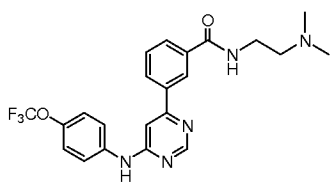
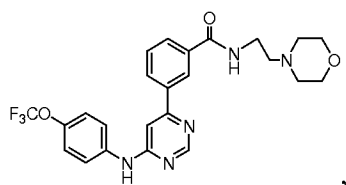
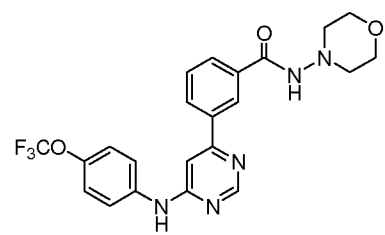
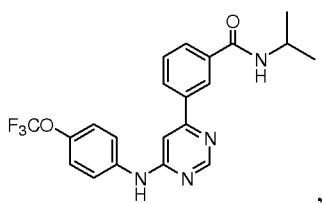
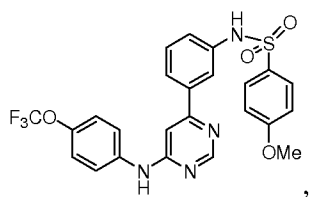
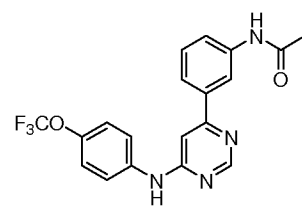
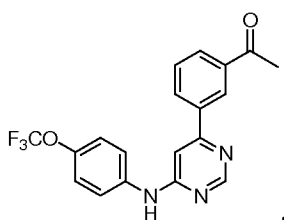
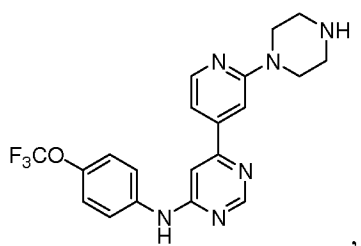
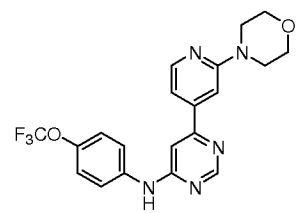
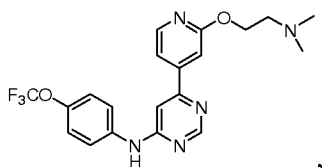
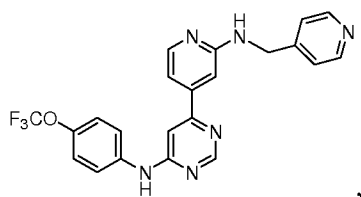
18 (Canceled).

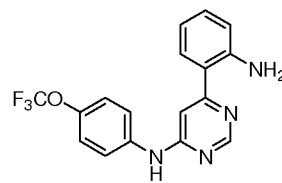
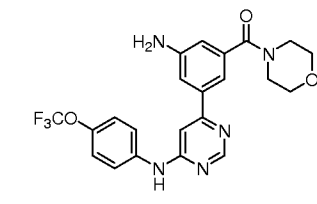
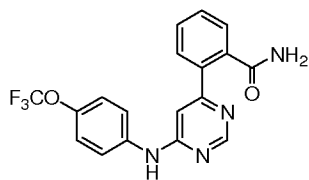
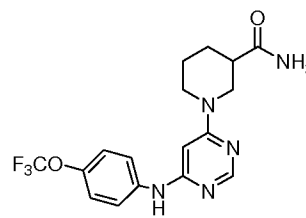
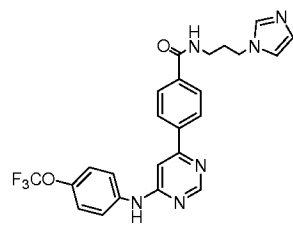
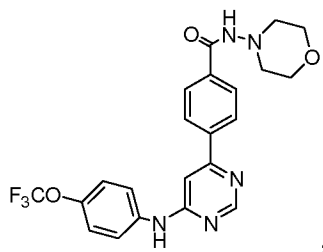
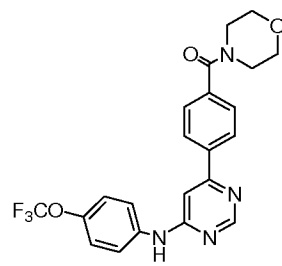
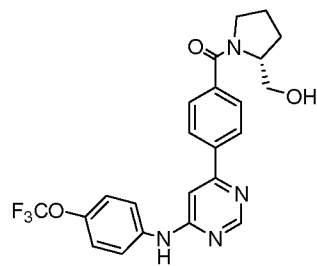
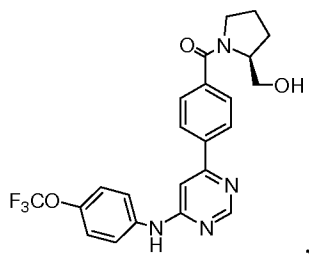
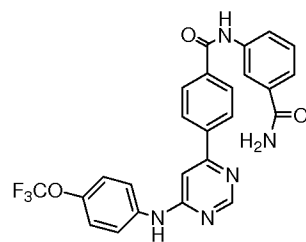
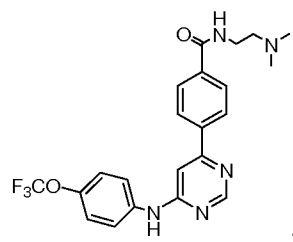
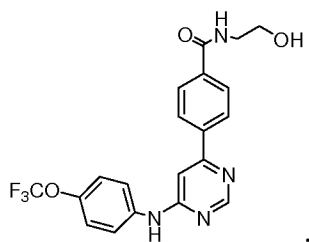
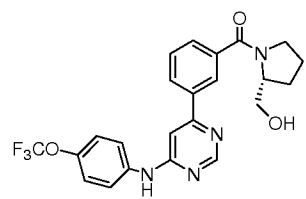
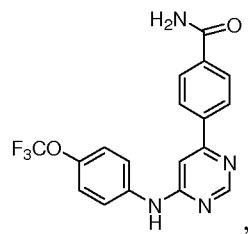
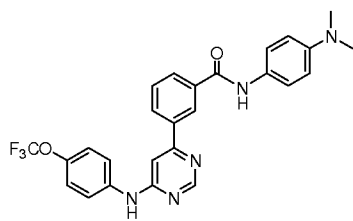
19 (Previously Presented) The method of claim 12, wherein the leukemia is selected from chronic myeloid leukemia and acute lymphoblastic leukemia.

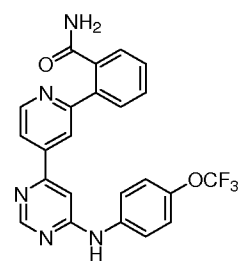
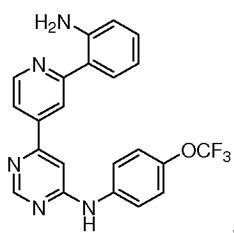
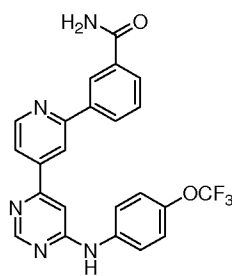
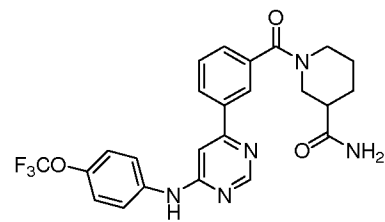
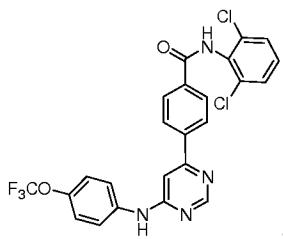
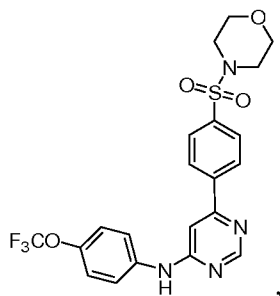
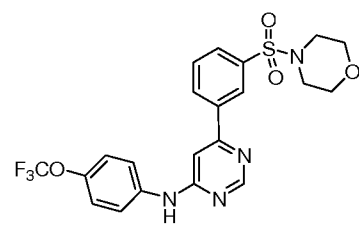
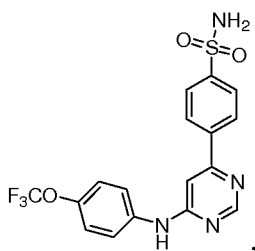
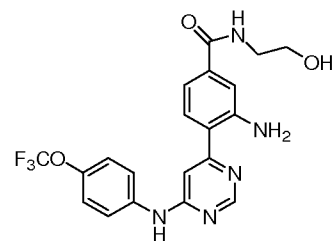
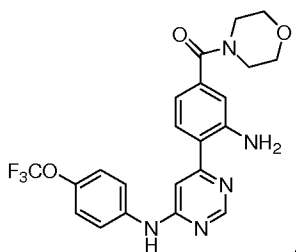
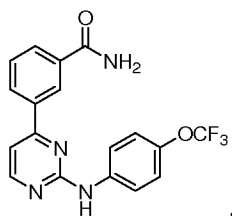
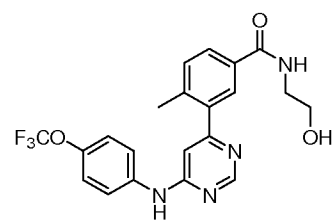
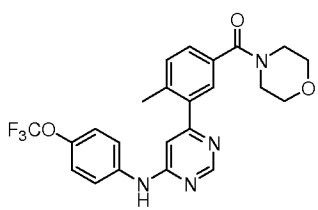
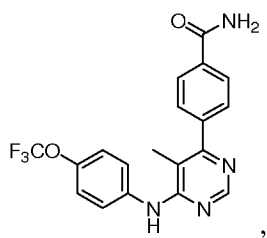
20 (Previously Presented) The compound of claim 7, wherein the compound is selected from the group consisting of:

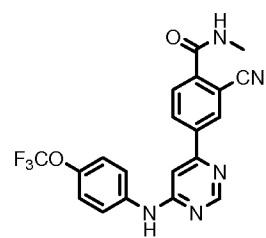
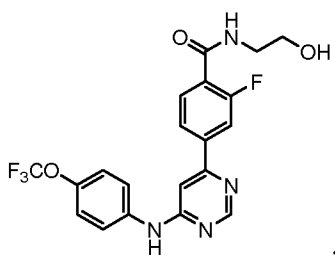
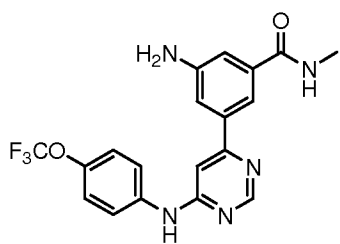
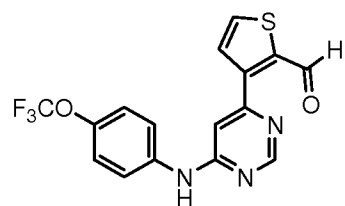
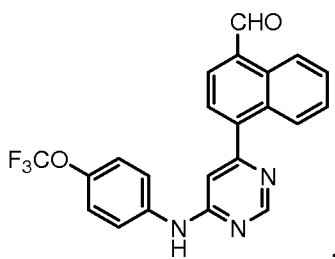
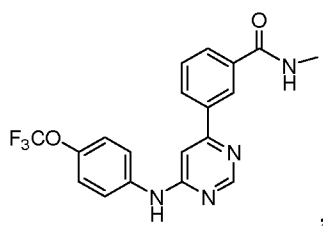
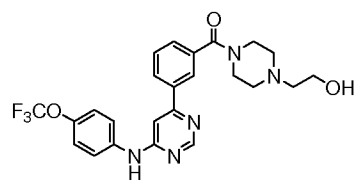
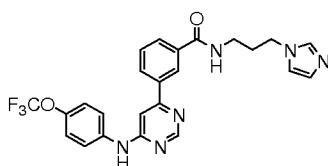
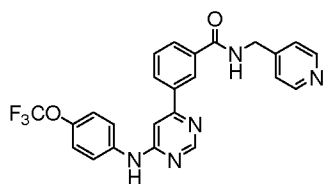
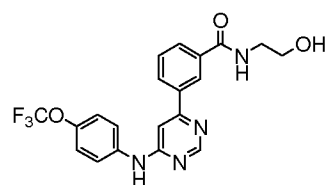
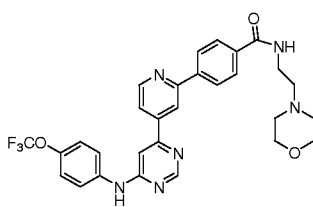
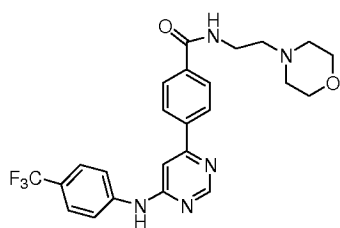
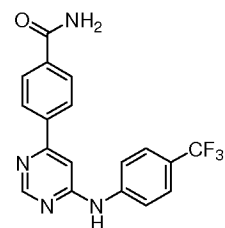
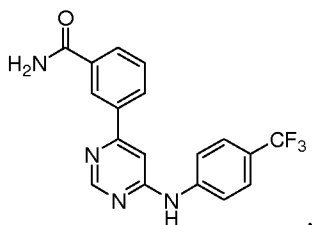
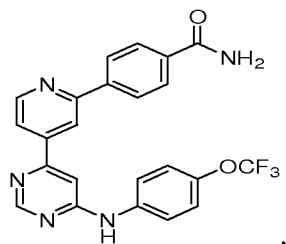


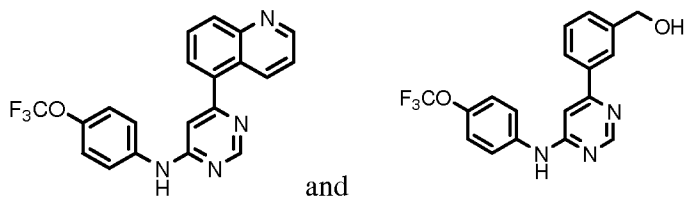






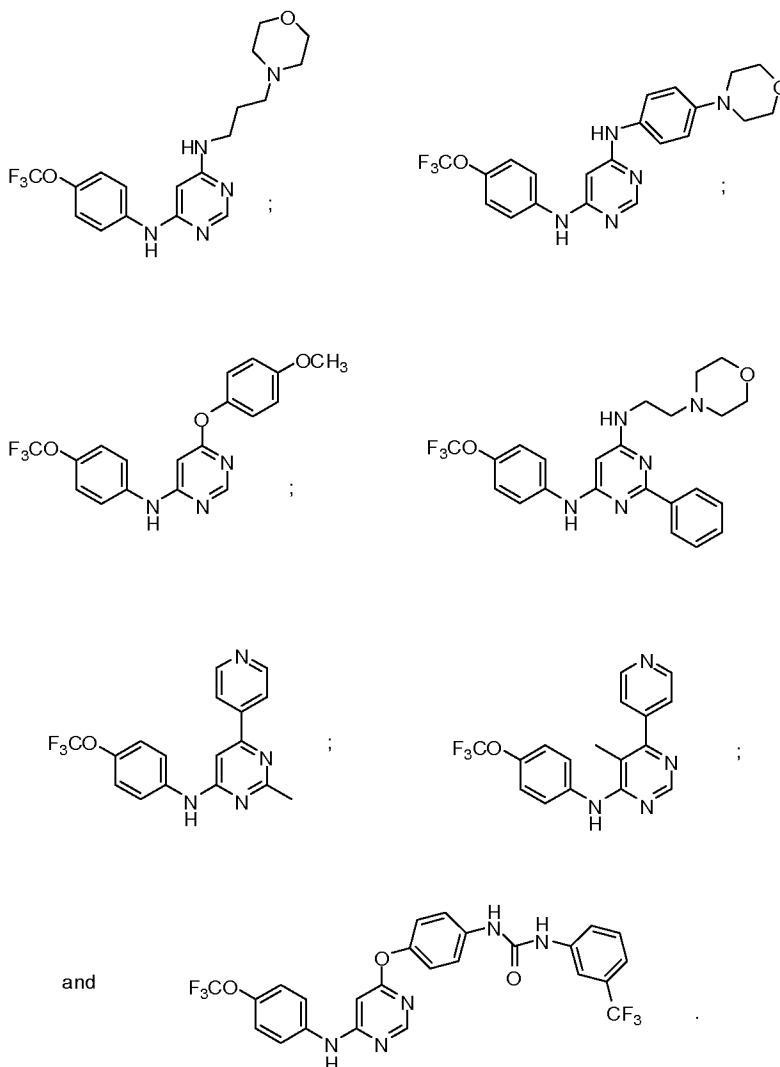






21. (Previously Presented) A pharmaceutical composition comprising an effective amount of a compound of claim 20 and a pharmaceutically acceptable carrier or excipient.

22. (Previously Presented) A compound selected from the group consisting of:



23. (New) A compound selected from the group consisting of:

